

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)
W.R. GRACE & CO., et al.,) Chapter 11
Debtors.) Case No. 01-1139 (JKF)
) (Jointly Administered)
)
)

**ORDER AUTHORIZING DAVID T. AUSTERN, THE FUTURE CLAIMANTS'
REPRESENTATIVE, TO EXTEND TERMS OF EMPLOYMENT OF
CIBC WORLD MARKETS CORP. AS FINANCIAL ADVISOR**

Upon the supplemental application (the "Supplemental Application") of David T. Austern, Future Claimants' Representative (the "Future Claimants' Representative") in the above-captioned chapter 11 cases of W.R. Grace and its affiliates (collectively, the "Debtors"), seeking entry of an Order under Section 1103(a) of the Bankruptcy Code authorizing the Future Claimants' Representative to extend the terms of employment of CIBC World Markets Corp. ("CIBC") as his financial advisor; and the Court having reviewed the Supplemental Application; and the Court being satisfied that CIBC neither holds nor represents any interest adverse to the Future Claimants' Representative on the matters upon which CIBC is to be engaged; and it appearing that the relief requested is in the best interests of the Future Claimants' Representative and the Debtors' estates, their creditors and other parties-in-interest; and it appearing that this proceeding is a core proceeding pursuant to 28 U.S.C. § 158(a); and it appearing that notice of the Supplemental Application was good and sufficient under the particular circumstances and that no other or further notice need be given and upon the record herein; and it further appearing that the terms and conditions of CIBC's continued employment, as further described in the Supplemental Application, are reasonable and necessary; it is hereby

ORDERED, ADJUDGED AND DECREED THAT:

1. The Supplemental Application be, and it hereby is, approved;
2. Pursuant to Section 1103(a) of the Bankruptcy Code and the May 24, 2004 Order appointing David T. Austern as the Future Claimants' Representative [Doc. No. 5645], the Future Claimants' Representative be, and he hereby is, authorized to extend the terms of employment of CIBC as his financial advisor effective as of December 1, 2004, upon the terms, and to perform the services, set forth in the Supplemental Application, so long as David T. Austern serves as the legal representative for individuals who may assert asbestos-related claims and/or demands in the future against the Debtors;
3. CIBC shall be compensated in accordance with the terms of the engagement agreement between the Future Claimants' Representative and CIBC, attached to the Supplemental Application as Exhibit 1, and as modified by the supplemental engagement agreement between the Future Claimants' Representative and CIBC, attached to the Supplemental Application as Exhibit 2, and Section 328(a) of the Bankruptcy Code, subject to the procedures set forth in the Bankruptcy Code, the Bankruptcy Rules, the Local Rules and as may be fixed by order of this Court, including the Administrative Compensation Order(s) entered in these cases; and
4. The fees and expenses of CIBC allowed by the Court shall be administrative expenses of the Debtors' estates.

Dated: _____, 2005

The Honorable Judith K. Fitzgerald
United States Bankruptcy Judge